

Exhibit 5

From: Larry Horn
To: Masanori Niwa
CC: M4VAdcom; Masanori Niwa
Sent: 7/25/2004 11:20:17 PM
Subject: RE: Last issue for revised MPEG-4 Visual License

Whoops. J The change was correctly made, but I described it wrong in the opening paragraph. I meant to say "50% or more" will now become "more than 50%" (corrected below).

My apologies for any confusion.

Best regards,
Larry

From: Larry Horn
Sent: Monday, July 26, 2004 2:05 AM
To: Masanori Niwa
Cc: M4VAdcom; Masanori Niwa
Subject: RE: Last issue for revised MPEG-4 Visual License

Dear Niwa-san,

Good point and good idea. We understand your concern, and agree with your solution. Thank you. We will change the definition of "Affiliate" so that "50% or more" will now become "more than 50%" (note: the (b) part of the definition pertains only to "Affiliates" meeting the criteria of part (b) that a Licensee affirmatively chooses to include and to which MPEG LA agrees). Therefore, the revised definition will be (changes are underlined):

1.1 Affiliate - shall mean a corporation, company, or other entity which now or hereinafter, directly or indirectly, controls, is controlled by or is under common control with a party. The term "control" as used in this Section 1.1 shall mean (a) ownership of more than 50% of the outstanding shares representing the right to vote for directors or other managing officers of such corporation, company or other entity, or for a corporation, company or other entity which does not have outstanding shares, of more than 50% of the ownership interest representing the right to make decisions for such corporation, company or other entity, or (b) a relationship similar to that described in Subsection 1.1(a) deemed by the Licensing Administrator in its sole discretion to represent "control." An entity shall be deemed an Affiliate only so long as such "control" exists.

Please consider this as an addition to my July 25 email. With this revision now included, if we do not hear by the end of Tuesday July 27 from a majority of Licensors favoring deletion, the words "or its Affiliates" will be retained in Sections 8.3 and 8.4.

Thanks again for you your constructive suggestion.

Best regards,
Larry

-----Original Message-----

From: Masanori Niwa [mailto:niwa@lip.fujitsu.com]
Sent: Monday, July 26, 2004 12:27 AM
To: Larry Horn
Cc: M4VAdcom; Masanori Niwa
Subject: Re: Last issue for revised MPEG-4 Visual License

Dear Larry-san and all,

We understand the benefit of retaining the words "or its Affiliates" in Sections 8.3 and 8.4. However, our concern is placed on the

definition of "Affiliate", which is "at least 50%-owned" entities (whereas we understand that MPEG LA's MPEG-2 and AVC Patent Portfolio Licenses capture only majority-owned entities). We share Toshiba-san's concern that Licensor may not be able to control their "just 50%-owned" subsidiaries which would be reluctant to grant back its MPEG-4 Visual Essential Patent.

How about changing the meaning of "Affiliate" to majority-owned entities, for the purpose of Sections 8.3 and 8.4? Does this make the matter complicated?

Best regards,

Masanori Niwa
Manager, IP Licensing Department, FUJITSU LIMITED

%% "Larry Horn" <LHorn@mpegla.com>
%% Last issue for revised MPEG-4 Visual License
%% Sun, 25 Jul 2004 11:02:48 -0600

> Dear Colleagues,

>
> We are close to being done with the final revisions/corrections based on
> all final comments, and the following appears to be the last issue to be
> resolved before the revised MPEG-4 Visual Patent Portfolio License is
> finalized: So far, only two Licensors have asked to delete the words
> "or its Affiliates" (as in, "Licensee or its Affiliates") from Sections
> 8.3 and 8.4. For reasons discussed in the email to Tsuda-san below,
> MPEG LA believes that including these words is a matter of fairness in
> order to prevent a Licensee from avoiding its grant back obligations
> (that has caused no difficulty in other MPEG LA licenses) and recommends
> retaining this language because it is in the interest of all Licensors
> and Licensees to do so. In order to conclude this, if we do not hear by
> the end of Tuesday July 27 from a majority of Licensors favoring
> deletion, the words "or its affiliates" will be retained.

>
> Meanwhile, please be aware that a draft amendment to the Licensor
> enabling documents that will effect the revised changes (which we expect
> to be fairly straightforward) will be distributed very soon, in order
> that we may meet our schedule of sending the final execution copies of
> the revised License and related documents to you by end of week

> Best regards,
> Larry

> -----Original Message-----

> From: Larry Horn
> Sent: Thursday, July 22, 2004 10:55 PM
> To: Yoshiaki Tsuda
> Cc: M4VAdcom
> Subject: RE: Revised MPEG-4 Visual PPL

> Dear Tsuda-san,

> Thank you for your question.

>
> "Licensee or its Affiliates" is standard in the grant-back clauses of
> MPEG LA's MPEG-2, 1394, DVB-T and AVC Patent Portfolio Licenses (in the
> AVC License, Licensees also do not have the right to extend sublicenses
> to Affiliates). The purpose of this language is to prevent a Licensee
> from avoiding its grant back obligations through its affiliates (who
> then have the opportunity to hold licensees and licensors hostage to
> their essential patent claims for failure of the grant-back clause to
> apply to them) while the Licensee takes advantage of a license under all

> of the Licensors' essential patents. We believe this is a matter of
> fairness, and it has caused no problem in other licenses. Therefore,
> the suggestion was made to revisit this issue here, and we recommend
> including this language because it is in the interest of all Licensors
> and Licensees to do so.

>
> Best regards,
> Larry

> -----Original Message-----

> From: yoshi.tsuda@toshiba.co.jp [mailto:yoshi.tsuda@toshiba.co.jp]
> Sent: Thursday, July 22, 2004 10:15 PM
> To: Larry Horn
> Cc: M4VAdcom
> Subject: FW: Revised MPEG-4 Visual PPL

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>
> Dear Larry,

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> Regarding Section 8.3, we would like to ask you please clarify the
> reason why Licensee's Affiliate should grant back its MPEG-4 Visual
> Essential Patent(s) upon the Licensee's execution of the PPL.

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> Under Section 2.9, Licensee has no sublicenses and its Affiliate, if it
> desires to be granted PPL, should get the license directly from MPEG
> LA. We believe Section 8.3 is inconsistent with Section 2.9. We are
> afraid that an Affiliate of which its parent company has just 50%
> ownership will be reluctant to grant back its MPEG-4 Visual Essential
> Patent upon the Licensee's , not the Affiliate itself, execution of the
> PPL and the licensing activities of PPL may be inactive. We believe the
> words of "or its
> Affiliates" in the Section 8.3 should be deleted.

>
> With best regards,

>
> Yoshiaki Tsuda
> Toshiba Corporation